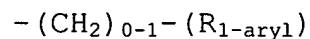


Please enter amended claims 2-6, 8-10, 12, 16, 22, 28-30,
144, and 146-147.

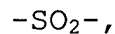
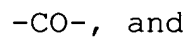
2. (Amended) A substituted amine according to claim 148

where R_1 is:



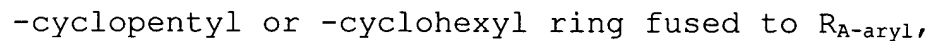
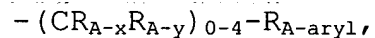
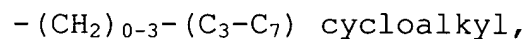
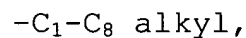
where R_N is:

$R_{N-1}-X_N$ where X_N is selected from the group consisting
of:

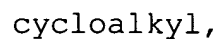
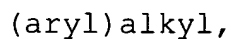
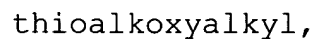
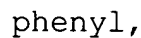
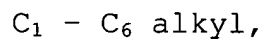
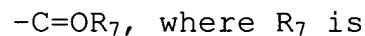


where R_{N-1} is $-R_N\text{-aryl}$;

where R_A is:



or



a1

cycloalkylalkyl,

hydroxyalkyl,

alkoxyalkyl,

aryloxyalkyl,

haloalkyl,

carboxyalkyl,

where X is -N or -O, with the proviso that when X is O, R_B is absent; and when X is N,

R_B is:

-C₁-C₈ alkyl,

-(CH₂)₀₋₃-(C₃-C₇) cycloalkyl

-(CR_{A-x}R_{A-y})₀₋₄-R_A-aryl,

-cyclopentyl or cyclohexyl ring fused to R_A-aryl.

3. (Amended) A substituted amine according to claim 2

where R₁ is:

-(CH₂)-(R₁-aryl);

where R₂ is -H;

where R₃ is -H;

where R_N is:

R_{N-1}-X_N- where X_N is:

-CO-,

where R_{N-1} is -R_N-aryl,

where R_A is:

-C₁-C₈ alkyl,
-(CH₂)₀₋₃-(C₃-C₇) cycloalkyl,
-(CR_{A-x}R_{A-y})₀₋₄-R_A-aryl,
-cyclopentyl or -cyclohexyl ring fused to R_A-aryl,
-cyclopentyl or -cyclohexyl ring fused to R_A-aryl,
-C=OR₇, where R₇ is

C₁ - C₆ alkyl,
(aryl)alkyl,
cycloalkyl,
cycloalkylalkyl,
hydroxyalkyl,
alkoxyalkyl,
haloalkyl,

where X is -N or -O, with the proviso that when X is

O, R_B is absent;

and when X is N,

R_B is:

-C₁-C₈ alkyl,
-(CH₂)₀₋₃-(C₃-C₇) cycloalkyl,
-(CR_{B-x}R_{B-y})₀₋₄-R_B-aryl,
-cyclopentyl or -cyclohexyl ring fused to R_B-aryl.

4. (Amended) A substituted amine according to claim 3,

where R_A is:

- (CR_{A-x}R_{A-y})₀₋₄-R_{A-aryl},

-cyclopentyl or -cyclohexyl ring fused to R_{A-aryl}, or

-C=OR₇, where R₇ is

C₁ - C₆ alkyl,

cycloalkyl,

cycloalkylalkyl

alkoxyalkyl,

haloalkyl,

where R_B is:

-(CR_{B-x}R_{B-y})₀₋₄-R_{B-aryl}, or

-cyclopentyl or -cyclohexyl ring fused to R_{B-aryl}.

5. (Amended) A substituted amine according to claim 148

where R₁ is

-(CH₂)-(R_{1-aryl}) where R_{1-aryl} is phenyl.

6. (Amended) A substituted amine according to claim 148

where R₁ is

-(CH₂)-(R_{1-aryl}) where R_{1-aryl} is phenyl substituted with two

-F.

8. (Amended) A substituted amine according to claim 148

where R₂ is -H.

9. (Amended) A substituted amine according to claim 148
where R_3 is -H.

10. (Amended) A substituted amine according to claim 148
where R_N is

$R_{N-1}-X_N-$ where X_N is -CO-, where R_{N-1} is R_{N-aryl} where R_{N-aryl} is
phenyl substituted with one -CO-NR_{N-2}R_{N-3} where the substitution on
phenyl is 1,3-.

12. (Amended) A substituted amine according to claim 148
where R_N is

$R_{N-1}-X_N-$ where X_N is -CO-, where R_{N-1} is R_{N-aryl} where R_{N-aryl} is
phenyl substituted with one C₁ alkyl and with one -CO-NR_{N-2}R_{N-3}
where the substitution on the phenyl is 1,3,5-.

16. (Amended) A substituted amine according to claim 148
where R_A is:

- (CR_{A-x}R_{A-y})₀₋₄-R_{A-aryl} where R_{A-aryl} is phenyl,
-cyclopentyl or -cyclohexyl ring fused to a R_{A-aryl}.

22. (Amended) A substituted amine according to claim 148
where R_B is:

- (CR_{B-x}R_{B-y})₀₋₄-R_{B-aryl} where R_{B-aryl} is phenyl,
-cyclopentyl or -cyclohexyl ring fused to a R_{B-aryl}.

28. (Amended) A substituted amine according to claim 148, where R_B is absent.

29. (Amended) A substituted amine according to claim 148 chosen from the group consisting of:

N-[1-(3,5-Difluoro-benzyl)-2-hydroxy-3-(N'-methyl-N'-phenyl-hydrazino)-propyl]-5-methyl-N',N'-dipropyl-isophthalamide,

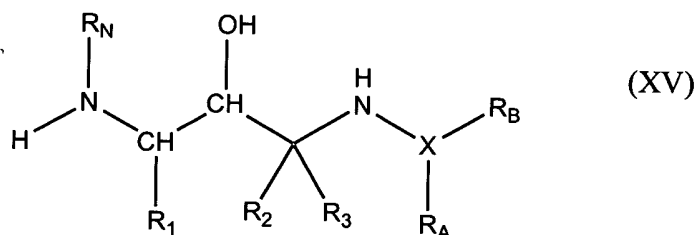
N-{1-(3,5-Difluoro-benzyl)-2-hydroxy-3-[N'-methyl-N'-(4-methyl-pentanoyl)-hydrazino]-propyl}-5-methyl-N',N'-dipropyl-isophthalamide, and

N-[1-(3,5-Difluoro-benzyl)-2-hydroxy-3-phenoxyamino-propyl]-5-methyl-N',N'-dipropyl-isophthalamide.

30. (Amended) A substituted amine according to claim 148 where the pharmaceutically acceptable salt is selected from the group consisting of salts of the following acids acetic, aspartic, benzenesulfonic, benzoic, bicarbonic, bisulfuric, bitartaric, butyric, calcium edetate, camsylic, carbonic, chlorobenzoic, citric, edetic, edisylic, estolic, esyl, esylic, formic, fumaric, gluceptic, gluconic, glutamic, glycollylarsanilic, hexamic, hexylresorcinoic, hydrabamic,

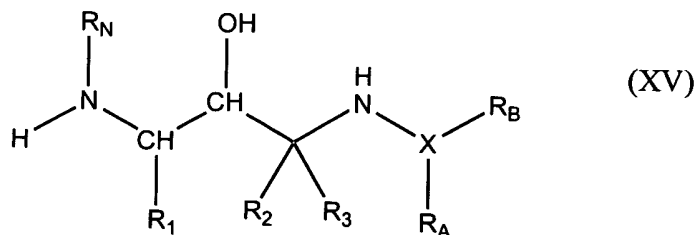
hydrobromic, hydrochloric, hydroiodic, hydroxynaphthoic, isethionic, lactic, lactobionic, maleic, malic, malonic, mandelic, methanesulfonic, methylnitric, methylsulfuric, mucic, muconic, napsylic, nitric, oxalic, p-nitromethanesulfonic, pamoic, pantothenic, phosphoric, monohydrogen phosphoric, dihydrogen phosphoric, phthalic, polygalactouronic, propionic, salicylic, stearic, succinic, sulfamic, sulfanilic, sulfonic, sulfuric, tannic, tartaric, teoclic and toluenesulfonic.

144. (Amended) A composition comprising a compound of formula XV



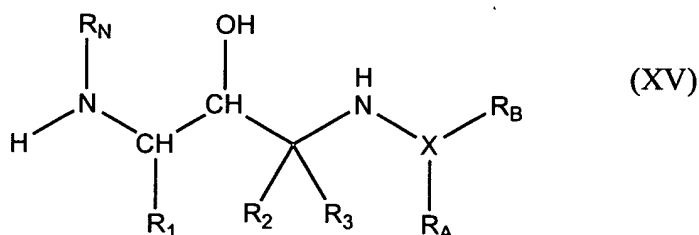
where R_1 , R_2 , R_3 , R_N , R_A , R_B , and X are as defined in claim 148; and an inert diluent or edible carrier.

146. (Amended) A composition comprising a compound of formula XV



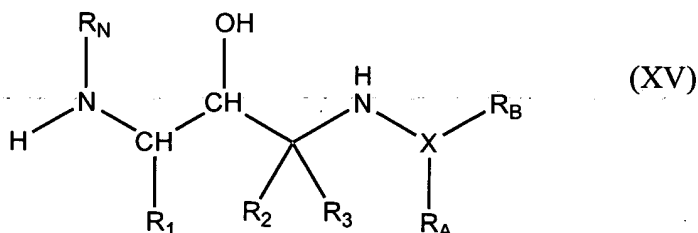
where R_1 , R_2 , R_3 , R_N , R_A , R_B , and X are as defined in claim 148; and an binder, excipient, disintegrating agent, lubricant, or gildant.

147. (Amended) A composition comprising a compound of formula XV



where R_1 , R_2 , R_3 , R_N , R_A , R_B , and X are as defined in claim 148, disposed in a cream, ointment, or patch.

148. (New) A substituted amine of formula (XV)



where R_1 is $-(CH_2)_{n_1}-(R_{1-aryl})$ where n_1 is zero or one and where R_{1-aryl} is phenyl, optionally substituted with one, two, three, or four of the following substituents on the aryl ring:

(A) C_1 - C_6 alkyl optionally substituted with one, two or three substituents selected from the group consisting of

C₁-C₃ alkyl, -F, -Cl, -Br, -I, -OH, -SH, -C≡N, -CF₃, C₁-C₃ alkoxy, and -NR_{1-a}R_{1-b} where R_{1-a} and R_{1-b} -H or C₁-C₆ alkyl,

(B) C₂-C₆ alkenyl with one or two double bonds, optionally substituted with one, two or three substituents selected from the group consisting of -F, -Cl, -OH, -SH, -C≡N, -CF₃, C₁-C₃ alkoxy, and -NR_{1-a}R_{1-b} where R_{1-a} and R_{1-b} are -H or C₁-C₆ alkyl,

(C) C₂-C₆ alkynyl with one or two triple bonds, optionally substituted with one, two or three substituents selected from the group consisting of -F, -Cl, -OH, -SH, -C≡N, -CF₃, C₁-C₃ alkoxy, and -NR_{1-a}R_{1-b} where R_{1-a} and R_{1-b} are -H or C₁-C₆ alkyl,

(D) -F, Cl, -Br or -I,

(F) -C₁-C₆ alkoxy optionally substituted with one, two, or three of: -F,

(G) -NR_{N-2}R_{N-3} where R_{N-2} and R_{N-3} are as defined below,

(H) -OH,

(I) -C≡N,

(J) C₃-C₇ cycloalkyl, optionally substituted with one, two or three substituents selected from the group consisting of -F, -Cl, -OH, -SH, -C≡N,

-CF₃, C₁-C₃ alkoxy, and -NR_{1-a}R_{1-b} where R_{1-a} and R_{1-b} are -H or C₁-C₆ alkyl,

(K) -CO-(C₁-C₄ alkyl),

(L) -SO₂-NR_{1-a}R_{1-b} where R_{1-a} and R_{1-b} are as defined above,

(M) -CO-NR_{1-a}R_{1-b} where R_{1-a} and R_{1-b} are as defined above, or

(N) -SO₂-(C₁-C₄ alkyl),

where R₂ is:

(I) -H,

(II) C₁-C₃ alkyl, optionally substituted with one, two or three substituents selected from the group consisting of C₁-C₃ alkyl, -F, -Cl, -Br, -I, -OH, -SH, -C≡N, -CF₃, C₁-C₃ alkoxy, and -NR_{1-a}R_{1-b} where R_{1-a} and R_{1-b} are as defined above,

where R₃ is:

(I) -H,

(II) C₁-C₃ alkyl, optionally substituted with one, two or three substituents selected from the group consisting of C₁-C₃ alkyl, -F, -Cl, -Br, -I, -OH, -SH, -C≡N, -CF₃, C₁-C₃ alkoxy, and -NR_{1-a}R_{1-b} where R_{1-a} and R_{1-b} are as defined above,

where R_N is R_{N-1}-X_N- where X_N is selected from the group consisting of:

(A) $-\text{CO}-$,

(B) $-\text{SO}_2-$,

(C) $-(\text{CR}'\text{R}'')_{1-6}$ where R' and R'' are the same or different and are $-\text{H}$ or $\text{C}_1\text{-C}_4$ alkyl,

(E) a single bond;

where $\text{R}_{\text{N}-1}$ is $\text{R}_{\text{N-aryl}}$ where $\text{R}_{\text{N-aryl}}$ is phenyl, 1-naphthyl, 2-naphthyl, tetralinyl, indanyl, dihydronaphthyl or 6,7,8,9-tetrahydro-5H-benzo[a]cycloheptenyl, or dihydronaphthyl optionally substituted with one, two or three of the following substituents which can be the same or different and are:

(1) $\text{C}_1\text{-C}_6$ alkyl, optionally substituted with one, two or three substituents selected from the group consisting of $\text{C}_1\text{-C}_3$ alkyl, $-\text{F}$, $-\text{Cl}$, $-\text{Br}$, $-\text{I}$, $-\text{OH}$, $-\text{SH}$, $-\text{C}\equiv\text{N}$, $-\text{CF}_3$, $\text{C}_1\text{-C}_3$ alkoxy, and $-\text{NR}_{1-a}\text{R}_{1-b}$ where R_{1-a} and R_{1-b} are as defined above,

(2) $-\text{OH}$,

(3) $-\text{NO}_2$,

(4) $-\text{F}$, $-\text{Cl}$, $-\text{Br}$, or $-\text{I}$,

(5) $-\text{CO}-\text{OH}$,

(6) $-\text{C}\equiv\text{N}$,

(7) $-(\text{CH}_2)_{0-4}-\text{CO}-\text{NR}_{\text{N}-2}\text{R}_{\text{N}-3}$ where $\text{R}_{\text{N}-2}$ and $\text{R}_{\text{N}-3}$ are the same or different and are selected from the group consisting of:

(a) $-\text{H}$,

29

(b) $-C_1-C_6$ alkyl optionally substituted with one substituent selected from the group consisting of:

(i) $-OH$, and

(ii) $-NH_2$,

(c) $-C_1-C_6$ alkyl optionally substituted with one to three $-F$, $-Cl$, $-Br$, or $-I$,

(d) $-C_3-C_7$ cycloalkyl,

(e) $-(C_1-C_2 \text{ alkyl})-(C_3-C_7 \text{ cycloalkyl})$,

(f) $-(C_1-C_6 \text{ alkyl})-O-(C_1-C_3 \text{ alkyl})$,

(g) $-C_2-C_6$ alkenyl with one or two double bonds,

(h) $-C_2-C_6$ alkynyl with one or two triple bonds,

(i) $-C_1-C_6$ alkyl chain with one double bond and one triple bond,

(j) $-R_1\text{-aryl}$ where $R_1\text{-aryl}$ is as defined above, and

(k) $-R_1\text{-heteroaryl}$ where $R_1\text{-heteroaryl}$ is as defined above,

(8) $-(CH_2)_{0-4}-CO-(C_1-C_{12} \text{ alkyl})$,

(9) $-(CH_2)_{0-4}-CO-(C_2-C_{12} \text{ alkenyl})$ with one, two or three double bonds,

(10) $-(CH_2)_{0-4}-CO-(C_2-C_{12} \text{ alkynyl})$ with one, two or three triple bonds,

- (11) $-(\text{CH}_2)_{0-4}-\text{CO}-(\text{C}_3-\text{C}_7 \text{ cycloalkyl})$,
- (12) $-(\text{CH}_2)_{0-4}-\text{CO}-\text{R}_{1-\text{aryl}}$ where $\text{R}_{1-\text{aryl}}$ is as defined above,
- (13) $-(\text{CH}_2)_{0-4}-\text{CO}-\text{R}_{1-\text{heteroaryl}}$ where $\text{R}_{1-\text{heteroaryl}}$ is as defined above,
- (14) $-(\text{CH}_2)_{0-4}-\text{CO}-\text{R}_{1-\text{heterocycle}}$ where $\text{R}_{1-\text{heterocycle}}$ is as defined above,
- (15) $-(\text{CH}_2)_{0-4}-\text{CO}-\text{R}_{\text{N}-4}$ where $\text{R}_{\text{N}-4}$ is selected from the group consisting of morpholinyl, thiomorpholinyl, piperazinyl, piperidinyl, homomorpholinyl, homothiomorpholinyl, homothiomorpholinyl S-oxide, homothiomorpholinyl S,S-dioxide, pyrrolinyl and pyrrolidinyl where each group is optionally substituted with one, two, three, or four of C_1-C_6 alkyl,
- (16) $-(\text{CH}_2)_{0-4}-\text{CO}-\text{O}-\text{R}_{\text{N}-5}$ where $\text{R}_{\text{N}-5}$ is selected from the group consisting of:
- (a) C_1-C_6 alkyl,
 - (b) $-(\text{CH}_2)_{0-2}-(\text{R}_{1-\text{aryl}})$ where $\text{R}_{1-\text{aryl}}$ is as defined above,
 - (c) C_2-C_6 alkenyl containing one or two double bonds,
 - (d) C_2-C_6 alkynyl containing one or two triple bonds,
 - (e) C_3-C_7 cycloalkyl, and

(f) $-(CH_2)_{0-2}-(R_{1-\text{heteroaryl}})$ where $R_{1-\text{heteroaryl}}$ is as defined above,

(17) $-(CH_2)_{0-4}-SO_2-NR_{N-2}R_{N-3}$ where R_{N-2} and R_{N-3} are as defined above,

(18) $-(CH_2)_{0-4}-SO-(C_1-C_8 \text{ alkyl}),$

(19) $-(CH_2)_{0-4}-SO_2-(C_1-C_{12} \text{ alkyl}),$

(20) $-(CH_2)_{0-4}-SO_2-(C_3-C_7 \text{ cycloalkyl}),$

(21) $-(CH_2)_{0-4}-N(H \text{ or } R_{N-5})-CO-O-R_{N-5}$ where R_{N-5} can be the same or different and is as defined above,

(22) $-(CH_2)_{0-4}-N(H \text{ or } R_{N-5})-CO-N(R_{N-5})_2,$ where R_{N-5} can be the same or different and is as defined above,

(23) $-(CH_2)_{0-4}-N-CS-N(R_{N-5})_2,$ where R_{N-5} can be the same or different and is as defined above,

(24) $-(CH_2)_{0-4}-N(-H \text{ or } R_{N-5})-CO-R_{N-2}$ where R_{N-5} and R_{N-2} can be the same or different and are as defined above,

(25) $-(CH_2)_{0-4}-NR_{N-2}R_{N-3}$ where R_{N-2} and R_{N-3} can be the same or different and are as defined above,

(26) $-(CH_2)_{0-4}-R_{N-4}$ where R_{N-4} is as defined above,

(27) $-(CH_2)_{0-4}-O-CO-(C_1-C_6 \text{ alkyl}),$

(28) $-(CH_2)_{0-4}-O-P(O)-(OR_{N-\text{aryl}-1})_2$ where $R_{N-\text{aryl}-1}$ is $-H$ or $C_1-C_4 \text{ alkyl},$

a⁹

(29) $-(CH_2)_{0-4}-O-CO-N(R_{N-5})_2$ where R_{N-5} is as defined above,

(30) $-(CH_2)_{0-4}-O-CS-N(R_{N-5})_2$ where R_{N-5} is as defined above,

(31) $-(CH_2)_{0-4}-O-(R_{N-5})_2$ where R_{N-5} is as defined above,

(32) $-(CH_2)_{0-4}-O-(R_{N-5})_2-COOH$ where R_{N-5} is as defined above,

(33) $-(CH_2)_{0-4}-S-(R_{N-5})_2$ where R_{N-5} is as defined above,

(34) $-(CH_2)_{0-4}-O-(C_1-C_6 \text{ alkyl optionally substituted with one, two, three, four, or five } -F),$

(35) C_3-C_7 cycloalkyl,

(36) C_2-C_6 alkenyl with one or two double bonds optionally substituted with C_1-C_3 alkyl, $-F$, $-Cl$, $-Br$, $-I$, $-OH$, $-SH$, $-C\equiv N$, $-CF_3$, C_1-C_3 alkoxy, or $-NR_{1-a}R_{1-b}$ where R_{1-a} and R_{1-b} are as defined above,

(37) C_2-C_6 alkynyl with one or two triple bonds optionally substituted with C_1-C_3 alkyl, $-F$, $-Cl$, $-Br$, $-I$, $-OH$, $-SH$, $-C\equiv N$, $-CF_3$, C_1-C_3 alkoxy, or $-NR_{1-a}R_{1-b}$ where R_{1-a} and R_{1-b} are as defined above,

(38) $-(CH_2)_{0-4}-N(-H \text{ or } R_{N-5})-SO_2-R_{N-2}$ where R_{N-5} and R_{N-2} can be the same or different and are as described above, or

(39) $-(\text{CH}_2)_{0-4}-\text{C}_3-\text{C}_7$ cycloalkyl,

where R_A is:

(I) $-\text{C}_1-\text{C}_{10}$ alkyl optionally substituted with one, two or three substituents selected from the group consisting of C_1-C_3 alkyl, $-\text{F}$, $-\text{Cl}$, $-\text{Br}$, $-\text{I}$, $-\text{OH}$, $-\text{SH}$, $-\text{C}\equiv\text{N}$, $-\text{CF}_3$, C_1-C_6 alkoxy, $-\text{O}$ -phenyl, $-\text{NR}_{1-a}\text{R}_{1-b}$ where R_{1-a} and R_{1-b} are as defined above, $-\text{OC}=\text{O}$ $\text{NR}_{1-a}\text{R}_{1-b}$ where R_{1-a} and R_{1-b} are as defined above, $-\text{S}(=\text{O})_{0-2} \text{R}_{1-a}$ where R_{1-a} is as defined above, $-\text{NR}_{1-a}\text{C}=\text{O} \text{NR}_{1-a}\text{R}_{1-b}$ where R_{1-a} and R_{1-b} are as defined above, $-\text{C}=\text{O} \text{NR}_{1-a}\text{R}_{1-b}$ where R_{1-a} and R_{1-b} are as defined above, and $-\text{S}(=\text{O})_2 \text{NR}_{1-a}\text{R}_{1-b}$ where R_{1-a} and R_{1-b} are as defined above,

(II) $-(\text{CH}_2)_{0-3}-(\text{C}_3-\text{C}_8)$ cycloalkyl where cycloalkyl can be optionally substituted with one, two or three substituents selected from the group consisting of C_1-C_3 alkyl, $-\text{F}$, $-\text{Cl}$, $-\text{Br}$, $-\text{I}$, $-\text{OH}$, $-\text{SH}$, $-\text{C}\equiv\text{N}$, $-\text{CF}_3$, C_1-C_6 alkoxy, $-\text{O}$ -phenyl, $-\text{CO}-\text{OH}$, $-\text{CO}-\text{O}$ -(C_1-C_4 alkyl), and $-\text{NR}_{1-a}\text{R}_{1-b}$ where R_{1-a} and R_{1-b} are as defined above,

(III) $-(\text{CR}_{A-x}\text{R}_{A-y})_{0-4}-\text{R}_{A-\text{aryl}}$ where R_{A-x} and R_{A-y} are

(A) $-\text{H}$,

(B) C_1-C_4 alkyl optionally substituted with one or two $-\text{OH}$,

(C) C_1-C_4 alkoxy optionally substituted with one, two, or three of: $-\text{F}$,

(D) $-(\text{CH}_2)_{0-4}-\text{C}_3-\text{C}_7$ cycloalkyl,

(E) C₂-C₆ alkenyl containing one or two double bonds,

(F) C₂-C₆ alkynyl containing one or two triple bonds,

(G) phenyl,

and where R_{A-x} and R_{A-y} are taken together with the carbon to which they are attached to form a carbocycle of three, four, five, six, or seven carbon atoms, optionally where one carbon atom is replaced by a heteroatom selected from the group consisting of -O-, -S-, -SO₂-, and -NR_{N-2}- and R_{A-aryl} is the same as R_{N-aryl};

(IV) -cyclopentyl, -cyclohexyl, or -cycloheptyl ring fused to R_{A-aryl}, where R_{A-aryl} is as defined above where one carbon of cyclopentyl, cyclohexyl, or -cycloheptyl is optionally replaced with NH, NR_{N-5}, O, or S(=O)₀₋₂, and where cyclopentyl, cyclohexyl, or -cycloheptyl can be optionally substituted with one or two -C₁-C₃ alkyl, -F, -OH, -SH, -C≡N, -CF₃, C₁-C₆ alkoxy, =O, or -NR_{1-a}R_{1-b} where R_{1-a} and R_{1-b} are as defined above,

(V) -CH(-CH₂-OH)-CH(-OH)-phenyl-NO₂,

(VI) -H,

(VII)

-C=OC(HR₆)NHR₇, where R₆ and R₇ are as defined

below

-C=OR₇, where R₇ is as defined below, or

-C=OOR₇, where R₇ is as defined below, or

-SOOR₇ where R₇ is as defined below,

wherein R₆ is:

hydrogen

C₁ - C₃ alkyl,

phenyl,

thioalkoxyalkyl,

alkyl substituted aryl,

cycloalkyl,

cycloalkylalkyl,

hydroxyalkyl,

alkoxyalkyl,

aryloxyalkyl,

haloalkyl,

carboxyalkyl,

alkoxycarbonylalkyl

aminoalkyl,

(N-protected) aminoalkyl,

alkylaminoalkyl,

((N-protected) (alkyl) amino) alkyl

dialkylaminoalkyl,

guanidinoalkyl,

lower alkenyl,

heterocyclic,

(heterocyclic)alkyl),
arylthioalkyl,
arylsulfonyalkyl,
(heterocyclic)thioalkyl,
(heterocyclic)sulfonylalkyl,
(heterocyclic)oxyalkyl,
arylalkoxyalkyl,
arylthioalkoxyalkyl,
arylalkylsulfonylalkyl,
(heterocyclic)alkoxyalkyl,
(heterocyclic)thioalkoxyalkyl,
(heterocyclic)alkylsulfonylalkyl,
cycloalkoxyalkyl,
cycloalkylthioalkyl,
cycloalkylsulfonylalkyl,
cycloalkylalkoxyalkyl,
cycloalkylthioalkoxyalkyl,
cycloalkylalkylsulfonylalkyl,
aminocarbonyl,
alkylaminocarbonyl,
dialkylaminocarbonyl,
aroylalkyl,
(heterocyclic)carbonylalkyl,
polyhydroxyalkyl,

aminocarbonylalkyl,
alkylaminocarbonylalkyl,
dialkylaminocarbonylalkyl,
aryloxyalkyl, or
alkylsulfonylalkyl,

wherein heterocyclic is pyridyl,
thiazolyl, isothiazolyl, oxazolyl, isoxazolyl, furanyl, thienyl,
tetrahydrofuranyl, tetrahydrothienyl and tetrahydro[2H]pyranyl
and wherein the heterocycle is unsubstituted or substituted with
one to three substituents independently selected from hydroxy,
halo, amino, alkylamino, dialkylamino, alkoxy, polyalkoxy,
haloalkyl, cycloalkyl, cycloalkylalkyl, aryl, arylalkyl, COOH,
-SO₃H, lower alkenyl or lower alkyl;

wherein R₇ is:

C₁ - C₆ alkyl,
phenyl,
thioalkoxyalkyl,
(aryl)alkyl,
cycloalkyl,
cycloalkylalkyl,
hydroxyalkyl,
alkoxyalkyl,
aryloxyalkyl,
haloalkyl,

a⁹

carboxyalkyl,
alkoxycarbonylalkyl,
aminoalkyl,
(N-protected) aminocalkyl,
alkylaminoalkyl,
((N-protected) (alkyl) amino) alkyl,
dialkylaminoalkyl,
guanidinoalkyl,
lower alkenyl,
heterocyclic,
(heterocyclic) alkyl),
arylthioalkyl,
arylsulfonylalkyl,
(heterocyclic) thioalkyl,
(heterocyclic) sulfonylalkyl
(heterocyclic) oxyalkyl
arylalkoxyalkyl,
arylthioalkoxyalkyl,
arylalkylsulfonylalkyl
(heterocyclic) alkoxyalkyl,
(heterocyclic) thioalkoxyalkyl
(heterocyclic) alkylsulfonylalkyl
cycloalkyloxyalkyl,
cycloalkylthioalkyl,

cycloalkylsulfonylalkyl,
cycloalkylalkoxyalkyl,
cycloalkylthioalkoxyalkyl,
cycloalkylalkylsulfonylalkyl,
aminocarbonyl,
alkylaminocarbonyl,
dialkylaminocarbonyl,
aroylalkyl,
(heterocyclic)carbonylalkyl,
polyhydroxyalkyl,
aminocarbonylalkyl,
dialkylaminocarbonylalkyl,
aryloxyalkyl, or
alkylsulfonylalkyl,

wherein heterocyclic is pyridyl, thiazolyl, isothiazolyl, oxazolyl, isoxazolyl, furanyl, thienyl, tetrahydrofuranyl, tetrahydrothienyl, and tetrahydro[2H]pyranyl and wherein the heterocycle is unsubstituted or substituted with one to three substituents independently selected from hydroxy, halo, amino, alkylamino, dialkylamino, alkoxy, polyalkoxy, haloalkyl, cycloalkyl, cycloalkylalkyl, aryl, arylalkyl, COOH, -SO₃H, lower alkenyl or lower alkyl;

where X is -N, or -O, with the proviso that when X is O, R_B is absent;

and when X is N,

R_B is:

(I) -C₁-C₁₀ alkyl optionally substituted with one, two or three substituents selected from the group consisting of C₁-C₃ alkyl, -F, -Cl, -Br, -I, -OH, -SH, -C≡N, CF₃, C₁-C₆ alkoxy, -O-phenyl, -NR_{1-a}R_{1-b} where R_{1-a} and R_{1-b} are as defined above, -OC(=O)NR_{1-a}R_{1-b} where R_{1-a} and R_{1-b} are as defined above, -S(=O)₀₋₂R_{1-a} where R_{1-a} is as defined above, -NR_{1-a}C(=O)NR_{1-a}R_{1-b} where R_{1-a} and R_{1-b} are as defined above, -C(=O)NR_{1-a}R_{1-b} where R_{1-a} and R_{1-b} are as defined above, and S(=O)₂NR_{1-a}R_{1-b} where R_{1-a} and R_{1-b} are as defined above,

(II) -(CH₂)₀₋₃-(C₃-C₈) cycloalkyl where cycloalkyl can be optionally substituted with one, two or three substituents selected from the group consisting of C₁-C₃ alkyl, -F, -Cl, -Br, -I, -OH, -SH, -C≡N, -CF₃, C₁-C₆ alkoxy, -O-phenyl, -CO-OH, -CO-O-(C₁-C₄ alkyl), and NR_{1-a}R_{1-b} where R_{1-a} and R_{1-b} are as defined above.

(III) -(CR_{B-x}R_{B-y})₀₋₄-R_{B-aryl} where R_{B-x} and R_{B-y} are

(A) -H,

(B) C₁-C₄ alkyl optionally substituted with one or two -OH,

(C) C₁-C₄ alkoxy optionally substituted with one, two or three of F,

(D) -(CH₂)₀₋₄-C₃-C₇ cycloalkyl,

(E) C₂-C₆ alkenyl containing one or two double bonds,

(F) C₂-C₆ alkynyl containing one or two triple bonds, or

(G) phenyl,

and where R_{B-x} and R_{B-y} are taken together with the carbon to which they are attached to form a carbocycle of three, four, five, six or seven carbon atoms, optionally where one carbon atom is replaced by a heteroatom selected from the group consisting of -O-, -S-, -SO₂-, and -NR_{N-2} where R_{N-2} is as defined above, and R_{B-aryl} is the same as R_{N-aryl} and is defined above

(IV) -CH(R_{B-aryl})₂ where R_{B-aryl} are the same or different and are as defined above,

(V) -cyclopentyl, -cyclohexyl, or -cycloheptyl ring fused to R_{B-aryl} or R_{B-heteroaryl} or R_{B-heterocycle} where R_{B-aryl} or R_{B-heteroaryl} or R_{B-heterocycle} are as defined above where one carbon of cyclopentyl, cyclohexyl, or -cycloheptyl is optionally replaced with NH, NR_{N-5}, O, or S(=O)₀₋₂, and where cyclopentyl, cyclohexyl, or -cycloheptyl can be optionally substituted with one or two -C₁-C₃ alkyl, -F, -OH, -SH, -C≡N, -CF₃, C₁-C₆ alkoxy, =O, and NR_{1-a}R_{1-b} where R_{1-a} and R_{1-b} are as defined above,

(VI) -H.